

P94000063746

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CHARTERED

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BRADLEY W. ROSSWAY
LISA N. THOMPSON

PLEASE REPLY TO:

POST OFFICE BOX 3686
VERO BEACH, FLORIDA 32964

April 25, 1997

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

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****332.50 ****+87.30

Division of Corporations
409 E. Gaines
Post Office Box 6327
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed please find documents for filing in the order in which they are listed below as follows:

1. Original and two copies of Amendment to Articles of Incorporation changing the name of Connect Telecom, Inc. to Cain Corp. (please file first)
2. Original and two copies of Articles of Incorporation for a new corporation Connect Telecom, Inc. (please file second)
3. Original and two copies of Articles of Merger merging Cain Corp. and Connect Telecom, Inc., with the surviving corporation being Connect Telecom, Inc. (please file third)
4. My firm's check in the amount of \$332.50 payable to Florida Department of State to cover filing fees, 3 certified copies and registered agent designation fees for the above transactions.

Please return a certified copy of the Amendment to Articles of Incorporation changing the name of Connect Telecom, Inc. to Cain Corp.; a certified copy of Articles of Incorporation for the new corporation, Connect Telecom, Inc.; and a certified copy

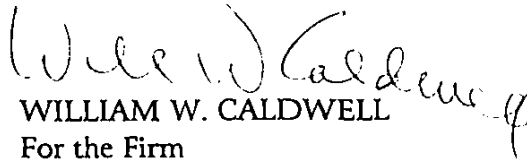
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TALLAHASSEE, FLORIDA

Division of Corporations
April 25, 1997
Page 2

of Articles of Merger for the surviving corporation **Connect Telecom, Inc.** to me at the above address.

Please contact the undersigned or Marlla West if you have any questions or need additional information. Thank you for your assistance.

Very truly yours,


WILLIAM W. CALDWELL
For the Firm

/mjw
Enclosures

cc/encs: Mr. and Mrs. James B. Cain

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CONNECT TELECOM, INC.

FILED
97 APR 28 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.187, Florida Statutes, CONNECT TELECOM, INC., a Florida corporation, adopts the following amendment to the Articles of Incorporation. The original Articles of Incorporation were filed and approved on August 25, 1994. Said Articles are hereby amended as follows:

1. ARTICLE I shall be amended to read:

ARTICLE I

The name of this corporation shall be:

CAIN CORP.

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 25th day of April, 1997.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 25th day of April, 1997.

CONNECT TELECOM, INC.

By: James B. Cain
James B. Cain, President


Attest: Suzanne B. Cain
Suzanne B. Cain, Secretary

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared JAMES B. CAIN and SUZANNE B. CAIN, to me known and known to me to be the President and Secretary, respectively, of CONNECT TELECOM, INC., and they acknowledged before me that they executed the foregoing Amendment to Articles of Incorporation in the name of and on behalf of the corporation; that as such each is duly authorized by the corporation to do so; that the foregoing Amendment is the act and deed of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 25th day of April, 1997.


Notary Public
State of Florida at Large.

My Commission Expires:

2/14/99



MARLA J WEST
My Commission CC438923
Expires Feb. 14, 1999

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CAIN CORP., a Florida corporation, P94000063746

INTO

CONNECT TELECOM, INC., a Florida corporation, P97000040057

File date: April 28, 1997, effective April 30, 1997

Corporate Specialist: Steven Harris